

SING SONGS AND FLING BOUQUETS

Democratic Committee Decides
Upon Hours and Rules for
Coming Primary.

The walls of historic Temple Court resounded throughout Friday afternoon with speeches from the candidates for county offices, who bore their auditors on the wings of eloquence to the land of sweetly singing birds and beautiful flowers, and then brought them back and laid them down in restfulness and laughter. The occasion was one of which the primary committee was the host and all the candidates for the various offices were guests invited to express their ideas, views and plans on the coming primary.

The meeting turned into a regular love feast and if the bouquets thrown by the committee at the candidates and by the candidates at the committee and by the committee at themselves had been bricks, there would not have been a man or spectator left alive in either side and T. W. Stanfield, and Boyd Hargraves' offices Saturday would have looked like lightning had struck them.

If everybody meant what they said, and certainly democrats are honorable men, then the committee should be appointed for life and every candidate present should be elected to some fat office and the dear people feel themselves honored in having such citizens in office, whom they know are the right men in the right place, because they said so themselves.

One would have thought John J. Lively and Tom Selman, opposing candidates for criminal court clerk, were brothers. Robert P. Bass sat with his arm around Will Frazier. W. H. Cummings and George Chamblee gave a correct imitation of Alphonse and Gaston. Even Judge Will Cummings, the pride of Hamilton county democracy, grew eloquent and would have been talking yet had not his chief clerk, Fred Frawley, told him to have a seat. There were others present who would like to say a word. Will Frazier made two attempts at such making, and the second proved considerably better than the first. He admitted when he first got up he was scared. Squire "Pete" Lawrence was left for last, and, as usual, proved best. Squire Dock Street stated that any plan the committee made suited him, and he invited all opposition in Tennessee and Georgia and said he didn't care how many voted or how the polls were kept open, anything about it, except he was going to run and his opponents wouldn't be able to see him for the dust. Charley Watson and Joe Cliff, unopposed candidates for county clerk and trustee, did not have much to say, because they both knew they were going to be elected and anything suited them. After throwing bouquets for the final hours the committee and candidates got down to business and here's what they did:

They first agreed that any money left over from the campaign should go into the treasury to be applied to the democratic fund. The hours of the primary for the city, suburbs, Look-out Mountain, Signal Mountain, Soddy, Sunnyside and Missionary ridge would be the morning of April 24 at 10 o'clock and close at 8 o'clock at night. In the rural districts the hours were fixed from 9 o'clock in the morning till 7 o'clock at night. In the rural precincts there will be an officer of elections and two judges, the judges acting as clerks and the officer of election casting the deciding vote in case of a dispute between the judges. In the city and suburban precincts there will be an officer of election, two judges, two clerks and a teller. All officers of the election will receive \$2. After much discussion it was decided that the primary would not be a legalized one. The hours for the primary caused much discussion and were finally decided on after John J. Lively came bravely to the rescue of the working and business men who did not finish the care of the day until too late to allow them to vote. He urged that for their benefit the hour of closing in the suburbs be made 8 o'clock, as every citizen should be given every possible chance to exercise his grand and glorious right of suffrage. Mr. Lively finally convinced the committee he was right, and the time for closing the polls in the suburbs was fixed at 8 o'clock.

Beside the committee, which is composed of T. W. Stanfield, Walter Gillespie and J. O. Martin, were seated the various announced candidates for the county offices. Mance Sherrill, candidate for circuit clerk; Squire J. J. Bork, Squire J. M. Dobbs, Constable W. W. Baughn, and Frank Conner, candidate for justice of the peace.

NEW U. S. SENATOR FROM NEW JERSEY



DAVID BAIRD.

David Baird has been appointed by Gov. Edge, of New Jersey, to fill the unexpired term of the late United States Senator Hughes. Baird is 78, and because of his advanced age will not be a candidate when the present term expires in November.

were candidates present not previously mentioned. Hon. Frank Aven, former state railroad commissioner, was present as a guest of Senator W. H. Cummings.

The candidates saw no need of the usual safeguards against repeating and irregular voting except it was thought advisable that each candidate should have a watcher at the polls. A majority of the candidates saw no need for poll tax receipt or registration certificate as regular for voting, but a minority made a strong fight for either the one or the other and finally the matter was left to the committee. Chairman Stanfield stated that his committee had the final say on these points and the matter would be decided next Thursday, when the committee is to hold another session and adopt plans for the primary.

IMPROVEMENT OF PAVING DISTRICT NO. 214.

Notice is hereby given that at its meeting on the 12th day of March, 1918, the Board of Commissioners will consider the character of paving and curbing to be adopted for Paving District No. 214, comprising that part of Bailey Avenue, which lies between Kelley Street and Dods Avenue. In accordance with the provisions of Chapter 149 of the Acts of the General Assembly of Tennessee of 1907.

E. D. BASS,
Commissioner, Department Streets
and Sewers.

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MISTAKE IN DATE AS TO SCHOOL ENTERTAINMENT

Play to Be Given at Tyner Saturday Night Instead of on Friday Night.

A notice appeared in The News a few days ago stating that a play would be given Friday night at the Walnut Grove Grammar school, Tyner, by the senior class of Tyner High school. The date was wrong, as it should have read Saturday night.

PETERSEN RESUMES WORK AT CITY HALL

Special Auditor Carl S. Petersen has resumed operations at the city hall after a recess granted him by the city commissioners. Mr. Petersen was granted a recess that he might have time to do some regular outside work. He seems to be glad to be back again, and is now busily engaged in the auditing of the city's books.

CHARGED BY POLICE WITH TRANSPORTING

The name of S. A. Lacy, whose occupation was given a contractor, has been recorded on the police blotter with a charge of storing and transporting whisky written opposite it. Detectives Perkins and W. C. Smith were listed as the officers. Lacy made bond.

HOTEL PATTEN ANSWERS MEYER

Explains Merger Hotel Companies—Denies Charge as to
Effort to Avoid Income Tax

An answer and cross bill to the original bill, filed by Robert H. Meyer against the Chattanooga Hotel company et al., was filed Saturday afternoon in chancery court. The bill raises the right of a minority stockholder to object to the sale of the entire stock of a company when the sale is approved by the majority of all the stockholders. The answer further attacks the constitutionality of the statute in Tennessee giving corporations that right and providing a method for fixing the intent of minority stockholders who dissent from the sale. The answer also involves the right of the stockholders of one company to transfer its assets to another company and take the stock of the stock of the stockholders of the old company, who consent to the transfer. The bill also raises the right of a corporation to issue preferred stock for anything other than for a cash consideration. The cross bill and answer was filed through Sizer, Chambliss & Chambliss.

It will be remembered that several weeks ago the plaintiff, Meyer, filed a bill in the chancery court, seeking to enjoin the Chattanooga Hotel company from a transfer of the stock of the hotel to the Patten Hotel company. The original bill stated that the sale was made for the purpose of avoiding the federal tax and for the purpose of getting hold of \$50,000 that was in the bank to the credit of the old company. Mr. Meyer was a minority stockholder. He is prominent as a hotel owner throughout the south. The original bill was filed through Judge Flood Batill. The substance of the cross bill and answer is as follows:

"Respondents admit substantially the allegations contained in paragraphs one and two of complainant's bill with this modification, that the Patten Hotel company did not acquire the title to any property belonging to the Chattanooga Hotel company, but operated under a transfer of the lease and contract by which it undertook to comply with the terms of said original lease, and also to pay the Chattanooga Hotel company a certain fixed rental in addition, but in no way to affect the property rights of the said Chattanooga Hotel company or its full ownership and control of its assets subject to the terms and conditions of its original contract and lease with the Stone Fort Land company.

The answer then goes into a history of the organization of the two companies and admits statement of these facts as contained in complainant's bill and then gives details of the meeting of the directors of the companies and the transfer of stock which is claimed was in accordance with law and regular in form. It admits that new contract with the Hotel Patten company and the Stone-Fort Land company has not been entered into. It denies the indebtedness of \$15,000 on part of the Stone-Fort Land company.

The answer then proceeds as follows:

"It is true, as alleged in paragraph four of the bill, that certain modifications have been made in the original agreement under which the guarantee fund was reduced, but this was entirely legal and was a matter in no way affecting or connected with the present transaction, which is complained of in this bill, and the allegations in regard to it are immaterial. It is true that the Hotel Patten company had no property of assets except \$15,000 loaned by it to the Chattanooga Hotel company, and this allegation of the bill is evidently intended to refer to the Patten Hotel company, but is untrue as to that company as well, and if true, would be wholly immaterial.

"Respondents deny the allegations of paragraph five of complainant's bill with regard to the constitutionality of chapter 437 of the acts of 1907 of Tennessee, but aver that this is immaterial, for the reason that private corporations, such as those used in this cause, under the common law, already possess all the powers conferred by said act.

"Respondents deny that the transaction by which the stockholders of the Chattanooga Hotel company and the Patten Hotel company invested in the preferred stock and the common stock, respectively, of the hotel Patten company is illegal or void, but they readily admit that the complainant was not compelled to join in this investment, but had the right to sue for, and receive, the value of his stock as of the date of the transfer to the hotel Patten company. The alleged violation of Section 1, chapter 174, acts 1905, by using preferred stock for

property instead of cash, is not only legal if true, but not a matter with which complainant has any concern, and is irrelevant and immaterial.

"The entire capital stock of the Chattanooga Hotel company, consisting of \$100, was pledged to the Stone-Fort Land company for the carrying out of said contract, and is subject to be forfeited to said company as liquidated damages in the event said contract is not complied with, and said contract has more than ten years to run.

"It is not true that the Chattanooga Hotel company owes no debts, but on the contrary, it is obligated to the full extent of the contract with the Stone-Fort Land company, and in addition thereto was indebted, at the same time of this transfer to the hotel Patten company, in the sum of about \$25,000.

"The statement in the bill that it was the purpose of the defendant to transfer the hotel to the Patten company, by this proposed merger, to get the benefit of the guaranty fund in the hands of the defendant Preston for the use and benefit of the hotel Patten company, is malicious and unwarranted. No change is made or contemplated in this fund and the statement that the hotel Patten company is insolvent and a mere paper corporation is as true as the sun. It had no assets until it purchased and merged the assets of the Chattanooga Hotel company and the Patten Hotel company. It is certainly as solvent now as the combined corporations whose liabilities it has assumed and there is no possible way that the stockholders of the Chattanooga Hotel company can be damaged by this transaction.

"Said stockholders acquired the preferred stock of the new company in an amount equal to the stock they held in the old company, and they are guaranteed the same dividend that has formerly been paid, and it could be paid on their stock in the Chattanooga company; and in the distribution of the assets of said hotel Patten company, they are preferred to the common stockholders. The arrangement is not, in effect, different from that under which the Chattanooga Hotel company and Patten Hotel company have been operating since the year 1910.

"It is true that the complainant made a written demand upon the respondent, Chattanooga Hotel company, and an affidavit was made to the said demand and transfer by the Chattanooga Hotel company to the hotel Patten company, and it is evident from this fact that the complainant knew that the transaction was actually taken place, and he stood by it until the 22d of December until the 23d of January and allowed said transaction to be fully carried out before he took any steps to object thereto, except to file his formal objection at the meeting at which the same was authorized, and respondents deny that complainant had any right to an injunction. His application comes too late, and he is estopped from asking such relief.

"In regard to the remedies sought by the complainant, respondents submit that said remedies are antagonistic, and that he should elect one, and that the bill should be dismissed, or the complainant should be required to elect which of said remedies he will pursue.

"Respondents do not question the right of the complainant to sue in this court and have the value of his stock fixed, but submit that he cannot, in the same bill, seek a rescission of the transaction, and a recovery for the value of his stock, and pursue a course which remedy he desires to pursue.

"Further answering, respondents state that the attempt in the bill of complainant to do more than one thing, that this transaction was for the dual purpose of avoiding just taxation and fraudulently acquiring the use of a certain fund of \$50,000, is malicious and unlawful, and false in every particular.

"The fact is that complainant some three years ago acquired the stock which he holds by making a loan to another stockholder of the Chattanooga Hotel company with this stock as collateral, and instead of paying par for his stock, he paid about \$3,800 for seventy shares of stock with a par value of \$2,000. He has been offered all that he paid for this stock with interest, and in fact, was offered par if he would accept partial payments properly secured. This last offer, however, was not made by the Chattanooga Hotel company, nor was it made because the stock had any such value. It was made by the defendant, Pound, who desired to avoid the expense and annoyance of a protracted litigation, and was willing to make a sacrifice and submit to the complainant's unjust demands; but the complainant refused this offer, unless it was paid in cash by a certain day, threatening in the alternative to file this suit, and the respondent, Pound, concluded that it was not right that he should submit to such dictation, and declined to do so, and this suit followed.

"No possible benefit could accrue to complainant by setting aside these transactions and requiring the original company to operate as they were, for under these conditions, he could only receive at the outside, 8 per cent. on his stock, provided the companies successfully operated the hotel, and would have no right to be paid the value of said stock. It is also evident that there could be no dissolution, or winding up of the affairs of the Chattanooga Hotel company at this time through which the complainant, or the stockholders of said company could realize anything on their stock. Before any such dissolution could take place, the consent of the Stone-Fort Land company would have to be obtained, and the hotel company relieved from its contract of lease. Until such consent is obtained, the failure of the Chattanooga Hotel company to carry out its contract, would forfeit its entire assets.

"All these matters were fully discussed, and understood by the stockholders and this complainant, and it was agreed that a merger of the existing companies would avoid much complication and expense and be greatly to the advantage of the stockholders. The present arrangement was a sale for stock, but was in effect a purchase by the new company of the assets of the old company, and the new company is in possession of, and is operating the hotel, and respondents submit that the complainant's only remedy is that provided by statute: suit by common law, viz: to sue for, and recover the value of the stock held by him at the time of the sale.

"Under all the conditions, as set out above, respondents are advised that they have acted within their rights, and for the best interests of the stockholders of the Chattanooga Hotel company; that the injunction sued for by complainant, should be dissolved as both unwarranted and unnecessary, and as making a great injury at law to respondents, the hotel Patten company, whose business operations and financial condition is seriously affected thereby; and that said injunction should be dismissed, and the bill in this cause be dismissed, except so far as it is an action to recover the value of complainant's stock.

"All allegations not admitted, are

STAY WHERE YOU ARE HAPPIEST

(Winifred Black, of Atlanta Georgian.)
Did you read about the young Georgia man who had a lovely job in Washington—\$100 a month, and not much to do to earn it—and who went there and when he found what it was going to cost him to pay board, turned right around and went straight home again?
I did. And I liked him for going home. I think he had common sense, and knew what was good for him.

Twenty-five dollars a week in Washington—that's just about \$75 a week in Georgia.

Not if you've been used to living in Georgia, and expect to have oatmeal with real cream, ham and eggs, sweet potatoes, Irish potatoes, flannel cakes, Sally Lunn, hot biscuits, honey in the comb, chicken preserves, peach butter, and Aunt Sally's chow-chow for breakfast—just as natural as life.

Not if your wife is "Miss Sally This" or "Miss Sally That" and knows every woman and child and man and dog in the county, and can wear whatever she wants to whenever she feels like it and have everybody think it's all right because she's wearing it.

Not if you have a Cherokee rose climbing up to the "gallery" on the second floor and a mighty sweet bed of bergamot in the side garden, and a little patch of mint in the back, and a chicken yard full of fowls and a red and white calf

that John D. Gordon takes out to the low pasture every morning and brings back every night without the slightest loss of social caste, even when the calf decides to have a look at Main street and drags him along against his will and his vociferous protests.

Not if you have "chicken fixin'" every Sunday and peach ice cream made at home all summer, and three kinds of layer cake and two kinds of pie for supper whenever you feel like it.

Not if Aunt Jenny and Uncle Randolph live just down the pike a ways and sold you their secondhand runabout for so much down and so much a month, and you feel as independent as John D. Rockefeller when you pour in the gasoline and get ready for a spin.

Not if you have a good library full of well-used books, a well of cold water at the side gate, a town full of good friends, loyal and true, a county full of kinfolks, and two or three good bird dogs, ready for business any time you get down the old gun and start out after a little game.

Not if you're a real American and want to say "Yes, ma'am" and "No, sir," as you were taught to do by your father before you, without being cast into outer darkness because you said it.

Here's to the young man who went home to Georgia. I hope he'll never change his mind and come back to Washington and pretend he's happy so far from home.

PRESBYTERIANS RALLY FOR FOREIGN MISSIONS

Sunday and Early Part of Week
to Be Devoted to Special
Services.

Sunday and Monday there will be special services in the Southern Presbyterian churches of the city in the interest of foreign missions.

In the First Presbyterian church Dr. Charles H. Pratt, field secretary of foreign missions, with headquarters in Nashville, and formerly a missionary in Korea, will speak. At the Central Presbyterian church, Dr. S. H. Chester, corresponding secretary of foreign missions, will speak at the morning service and at the First church at the evening service.

On Tuesday the Ladies' Missionary union of the Southern Presbyterian churches will meet at 12:30 at the First Presbyterian church for lunch and will be addressed immediately afterward by Drs. Pratt and Williams.

Mr. Alfred Mason, an insurance man of Memphis, but better known as superintendent of the most widespread

NEW MAGAZINE STARTED AT FORT OGLETHORPE

Oglethorpe has a new monthly magazine all its own called "Camp Life." It is published by the Camp Life Publishing company and printed by the MacGowan-Cooke Publishing company. It is a sixteen-page journal devoted mainly to photographs of camp life.



In the treatment of all skin troubles bathe freely with Cuticura Soap and hot water, dry gently, and apply Cuticura Ointment to the affected parts. These fragrant super-creamy emollients tend to prevent little skin troubles becoming serious if used for every-day toilet purposes.

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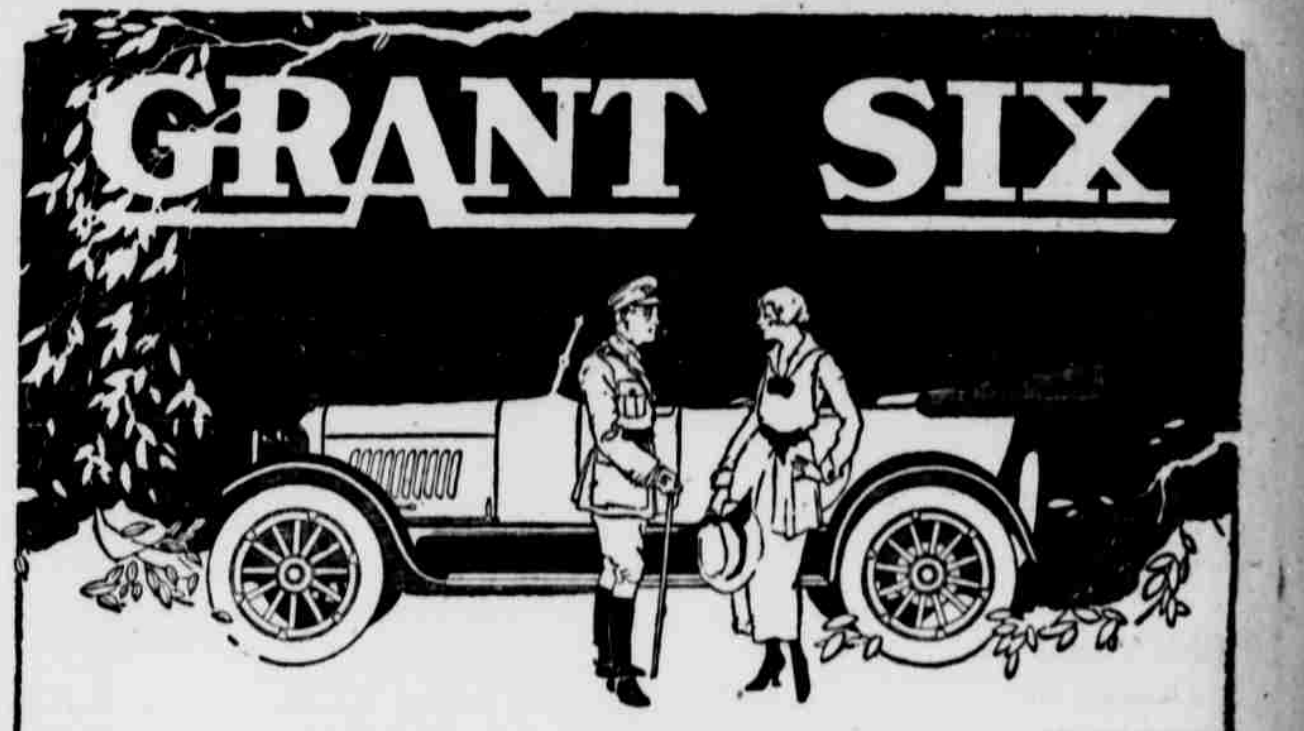
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IN a week or two the spring selling season will be at its height. Every day makes plainer the wisdom of placing your order for a Grant Six now.

The demand for cars of all popular makes will exceed the supply this season. Most manufacturers have been unable to build cars ahead this winter and few cars are in warehouse.

The reduction of passenger train service has greatly increased the sale of cars to suburban dwellers in all parts of the country.

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